

CONGDON DAVID S
Form 4
February 10, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONGDON DAVID S

2. Issuer Name and Ticker or Trading Symbol
OLD DOMINION FREIGHT LINE
INC/VA [ODFL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2009

C/O OLD DOMINION FREIGHT
LINE, INC, 500 OLD DOMINION
FREIGHT WAY

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting
Person

THOMASVILLE, NC 27360

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 10/27/2009 | | G | V 888 A \$ 0 | 38,799 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Marilyn Congdon |
| Common Stock | 10/27/2009 | | G | V 888 A \$ 0 | 38,799 | I | As trustee of Irrevocable |

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| | | | | | | | | | |
|--------------|------------|---|---|-------|---|------|------------------------|---|---|
| | | | | | | | | | Trust Agreement dated 12/18/98 fbo Kathryn Congdon |
| Common Stock | 10/27/2009 | G | V | 888 | A | \$ 0 | 38,799 | I | As trustee of Irrevocable Trust Agreement dated 12/18/98 fbo Ashlyn Congdon |
| Common Stock | 10/27/2009 | G | V | 888 | A | \$ 0 | 508,078 | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 11/23/2009 | G | V | 2,500 | D | \$ 0 | 559,348 ⁽¹⁾ | I | By David S. Congdon Revocable Trust dated 12/3/91 |
| Common Stock | 11/23/2009 | G | V | 1,000 | A | \$ 0 | 42,500 | I | By wife |
| Common Stock | 11/23/2009 | G | V | 1,500 | A | \$ 0 | 279,034 | I | By wife as trustee of David S. Congdon Irrevocable Trust #1 dated 12/1/92 |
| Common Stock | | | | | | | 24,700 | I | By wife as trustee of David S. Congdon Irrevocable Trust No. 2 dated 11/18/99 |
| Common Stock | | | | | | | 21,728 | I | By 401(k) plan |
| Common Stock | | | | | | | 31,389 | I | As trustee of Audrey L. Congdon |

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| | | | | | | |
|--------------|--|--|--|-----------------------|---|---|
| Common Stock | | | | 103,068 | I | Irrevocable Trust No. 2 dated 5/28/04 By daughter as trustee of Kathryn Leigh Congdon Revocable Declaration of Trust dated 5/23/06 |
| Common Stock | | | | 287,101 | I | As co-trustee of Earl E. Congdon GRAT Remainder Trust ⁽²⁾ |
| Common Stock | | | | 29,578 | D | |
| Common Stock | | | | 103,068 | I | As custodian for minor child of Mr. Congdon |
| Common Stock | | | | 46,230 ⁽¹⁾ | I | As trustee of David S. Congdon March 2008 Grantor Retained Annuity Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|--|

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| Derivative Security | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---------------------|-----|---|------|---|-------|-----|------------------|-----------------|--------------|----------------------------|----|
| | | | | | | | | | | | |
| Phantom Stock | (3) | 02/08/2010 | A | | 3,580 | | (4) | (4) | Common Stock | 3,580 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CONGDON DAVID S C/O OLD DOMINION FREIGHT LINE, INC 500 OLD DOMINION FREIGHT WAY THOMASVILLE, NC 27360 | X | | President and CEO | |

Signatures

/s/ Joel B. McCarty, Jr., by Power of Attorney
02/09/2010
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects a transfer of 53,770 shares from the David S. Congdon March 2008 Grantor Retained Annuity Trust to the David S. Congdon Revocable Trust dated 12/3/91 on April 28, 2009.
- (2) Previously reported as the Earl E. Congdon 2003 GRAT Remainder Trust.
- (3) Each share of phantom stock is the economic equivalent of one share of Old Dominion Freight Line, Inc. common stock.
The award will settle on the earlier of (a) the date of the reporting person's termination of employment on or after attainment of age 55 for
- (4) any reason other than death, total disability or for cause; (b) the date of the reporting person's death while employed by the issuer; or (c) the date of the reporting person's termination of employment as a result of his total disability.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.